STATE OF CALIFORNIA DEPARTMENT OF MANAGED HEALTH CARE HEALTH CARE SERVICE PLAN

QUARTERLY FINANCIAL REPORTING FORM Submitted on 8/14/2003 9:46:49 AM

June 30, 2003

Western Dental Services, Inc.

FOR THE QUARTER ENDING:

Name:

5. Date Licensed as a HCSP: May 31, 1985 6. Date Federally Qualified as a HCSP: Not Applicable 7. Date Commenced Operation: September 1, 1985 8. Mailing Address: P.O. Dos. 14227, Orange, CA 92863 9. Address of Main Administrative Office: 530 South Main Street, Orange, CA, 92868 10. Telephone Number: (714) 4883-3000 11. HCSPS ID Number: 330-065869 12. Principal Location of Books and Records: 530 South Main Street, Orange, CA, 92868 13. Plan Contact Person and Phone Number: Samuel H. Gruenbaum 14. Financial Reporting Contact Person and Phone Number: David L. Joe- (714) 571-3572 15. Pessident: Susan Rule Sandler 16. Secretary: Susan Rule Sandler 17. Chief Financial Officer: Susan Rule Sandler 18. Other Officers: June 1997 18. Other Officers: Susan Rule Sandler 19. Location of Books and Records: Susan Rule Sandler 20. Ways Butts 21. Jonan Greenbeum 22. Directors: Susan Rule Sandler 23. Sanuel H. Gruenbaum 24. Sanuel H. Gruenbaum 25. Sanuel H. Gruenbaum 26. Sanuel H. Gruenbaum 27. Jonan Greenbe 28. Sanuel H. Gruenbaum 29. Jonan Greenbe 29. David T. Beauchamp 20. Ways Butts 20. Sanuel H. Gruenbaum 20. Sanuel H. Gruenbaum 20. Sanuel H. Gruenbaum 21. Jonan Greenbe 22. Directors: David T. Beauchamp 23. Sanuel H. Gruenbaum 24. Sanuel H. Gruenbaum 25. Sanuel H. Gruenbaum 26. Sanuel H. Gruenbaum 27. Jonan Greenbe 28. Sanuel H. Gruenbaum 29. Jonan Greenbe 29. Jonan Greenbe 20. Sanuel H. Gruenbaum 20. Sanuel H. Gruenbaum 20. Sanuel H. Gruenbaum 20. The officers listed on lines 15 through 17 of the health care service plan noted on line 2, being duly sworn, each for himself or herself, deposes and says that they are the officers of the said health care service plan noted on line 2, being duly sworn, each for himself or herself, deposes and says that they are the officers of the said health care service plan noted on line 2, being duly sworn, each for himself or herself, deposes and suspite that these financial states and liabilities and of the condition and affairs of the said health care service plan sort dairs of the said h	3.	File Number:(Enter last three digits) 933-0	224
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17. Chief Financial Officer:* David L. Joe			Samuel H. Gruenbaum
17. Chief Financial Officers* David L. Joe	16.	Secretary:*	
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#Wayne Butts 20.	18.	Other Officers:*	Stanley Andrakowicz
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21. Directors:* David T. Beauchamp 23. Samuel H. Gruenbaum 24. Stanley Andrakowicz 25. David L. Joe 26. David L. Joe 27. David L. Joe 30. David L. Joe 31. David L. Joe 31. David L. Joe 32. David L. Joe 33. David L. Joe 34. David L. Joe 35. David L. Joe 36. David L. Joe 37. David L. Joe 38. David L. Joe 39. David L. Joe 30. David L. Joe 30. David L. Joe 31. David L. Joe 31. David L. Joe 31. David L. Joe 31. David L. Joe 32. David L. Joe 33. David L. Joe 34. David L. Joe 35. David L. Joe 36. David L. Joe 37. David L. Joe 38. David L. Joe 39. David L. Joe 30. David L. Joe 30. David L. Joe 30. David L. Joe 30. David L. Joe 31. David L. Joe 32. President 33. Secretary 34. Chief Financial Officer 34. Chief Financial Officer 35. Check if this is a revised filing, and complete question 7 on page 35. Check if this is a revised filing, and complete question 7 on page			#Wayne Butts
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2:		* Show full name (initials not accepted) and indicate by sign (#) those off	icers and directors who did not occupy the indicated position in the previous statement.
36. If all dollar amounts are reported in thousands (000), check here:	35.		
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Check My Work.

STATE OF CALIFORNIA DEPARTMENT OF MANAGED HEALTH CARE HEALTH CARE SERVICE PLAN

QUARTERLY FINANCIAL REPORTING FORM

SUPPLEMENTAL INFORMATION

			1
1.	Are footnote disclosures attached with this filing?	Yes	▼
2.	Is the attached reporting form filed on a consolidated or combined basis? If "Yes", the plan is required to file consolidating or combining schedules.	Yes	
3.	Is the plan required to file additional information (i.e. parent/affiliate financial statements, claims reports, etc.) that is required by the Department?	No	
4.	Have the Restricted Assets changed from the previous quarterly filing? If "yes", complete Schedule A-2 (Restricted Assets).	No	
5.	Are there any significant changes reported on Schedule G, Section III?	No	
6.	If "yes", describe:		
7.	If this is a revised reporting form, what is/are the reason(s) for the revision?		

REPORT #1 ---- PART A: ASSETS

1	2
ASSETS:	Current Period
Cash and Cash Equivalents	16,283,649
Short-Term Investments	0
Premiums Receivable - Net	1,761,273
Interest Receivable	0
Shared Risk Receivables - Net	0
Other Health Care Receivables - Net	42,612,834
Prepaid Expenses	684,998
Secured Affiliate Receivables - Current	0
	0
_ & c	125,304
TOTAL CURRENT ASSETS (Items 1 to 10)	61,468,058
SETS.	
	50,000
	474,194
	16,467
	0
	0
	542,321
00 0	1,082,982
	3,002,702
Y AND EQUIPMENT	
Land, Building and Improvements	0
Furniture and Equipment - Net	5,940,966
Computer Equipment - Net	1,161,908
Leasehold Improvements -Net	3,922,640
Construction in Progress	571,886
Software Development Costs	0
Aggregate Write-Ins for Other Equipment	0
TOTAL PROPERTY AND EQUIPMENT (Items 19 to 25)	11,597,400
TOTAL ASSETS	74,148,440
DE HIDITE INC ACCIDECATED AT ITEM 10 FOR CUIDDENT ACCETS	
	125,304
Ollici Receivable	123,304
Summary of remaining write ins for Item 10 from overflow page	
	125,304
TOTALES (NOTE TOOT UNIT TOO F PIAGE TOYO)	120,001
OF WRITE-INS AGGREGATED AT ITEM 17 FOR OTHER ASSETS	
Prepaid Deposit-Long Term	542,321
Summary of remaining write-ins for Item 17 from overflow page	
TOTALS (Items 1701 thru 1704 plus 1798)	542,321
AF MIDITE INCACCIDE CATED AT FREM 45 FOR OTHER FOLHDARS TO	
OF WRITE-INS AGGREGATED AT ITEM 25 FOR OTHER EQUIPMENT	
OF WRITE-INS AGGREGATED AT ITEM 25 FOR OTHER EQUIPMENT	
OF WRITE-INS AGGREGATED AT ITEM 25 FOR OTHER EQUIPMENT	
OF WRITE-INS AGGREGATED AT ITEM 25 FOR OTHER EQUIPMENT	
OF WRITE-INS AGGREGATED AT ITEM 25 FOR OTHER EQUIPMENT Summary of remaining write-ins for Item 25 from overflow page	
	ASSETS: Cash and Cash Equivalents Short-Term Investments Premiums Receivable - Net Interest Receivable - Net Interest Receivables - Net Other Health Care Receivables - Net Prepaid Expenses Secured Affiliate Receivables - Current Unsecured Affiliate Receivables - Current Aggregate Write-Ins for Current Assets TOTAL CURRENT ASSETS (Items 1 to 10) SSETS: Restricted Assets Long-Term Investments Intangible Assets and Goodwill - Net Secured Affiliate Receivables - Long-Term Unsecured Affiliate Receivables - Past Due Aggregate Write-Ins for Other Assets TOTAL OTHER ASSETS (Items 12 to 17) Y AND EQUIPMENT Land, Building and Improvements Furniture and Equipment - Net Computer Equipment - Net Leasehold Improvements - Net Construction in Progress Software Development Costs Aggregate Write-Ins for Other Equipment TOTAL PROPERTY AND EQUIPMENT (Items 19 to 25) TOTAL ASSETS Other Receivable Summary of renaining write-ins for Item 10 from overflow page TOTALS (Items 1001 thru 1004 plus 1098) OF WRITE-INS AGGREGATED AT ITEM 17 FOR OTHER ASSETS Prepaid Deposit-Long Term

REPORT #1 ---- PART B: LIABILITIES AND NET WORTH

1	2	3	4
		Current Period	
LIABILITIES:	Contracting	Non- Contracting	Total
	4,519,991		4,519,991
	0	XXX	0
	76,048		76,048
Incurred But Not Reported Claims	52,358		52,358
Α	0		0
	0		0
Other Medical Liability	0		0
Unearned Premiums	3,333,772	XXX	3,333,772
Loans and Notes Payable	15,933	XXX	15,933
······································	0	XXX	0
	20,271,300	0	20,271,300
		0	28,269,402
	2, 21, 2		.,, .
Loans and Notes Pavable (Not Subordinated)	42,397	XXX	42,397
	0		0
	0		0
	0		0
	1 305 561		1,305,561
			1,347,958
	-		29,617,360
	25,017,500	0	25,017,500
	XXX	YYY	68,216
			00,210
			3,858,952
			3,636,932
			40,603,912
			40,003,912
			44,531,080
	+		74,148,440
TOTAL LIABILITIES AND ILLI WORTH		AAA	74,140,440
F WRITE-INS AGGREGATED AT ITEM 11 FOR CURRENT LIA	BILITIES		
Deferred Revenue	5,924,900		5,924,900
Accrued Salaries & Wages	9,431,396		9,431,396
Reserve for IBNR	4,479,576		4,479,576
Other Accrued Liabilities	435,428		435,428
Summary of remaining write-ins for Item 11 from overflow page	0		0
TOTALS (Items 1101 thru 1104 plus 1198)	20,271,300	0	20,271,300
F WRITE-INS AGGREGATED AT ITEM 17 FOR OTHER LIABII	ITTES		
F WRITE-INS AGGREGATED AT ITEM 17 FOR OTHER LIABIL Deferred Rent		xxx	1 305 561
F WRITE-INS AGGREGATED AT ITEM 17 FOR OTHER LIABIL Deferred Rent	1,305,561	XXX	1,305,561
		XXX	0
		XXX	1,305,561
Deferred Rent		XXX XXX XXX	0
Deferred Rent Summary of remaining write-ins for Item 17 from overflow page	1,305,561	XXX XXX XXX XXX	0 0 0
Deferred Rent		XXX XXX XXX	0
Deferred Rent Summary of remaining write-ins for Item 17 from overflow page	1,305,561	XXX XXX XXX XXX	0 0 0
Summary of remaining write-ins for Item 17 from overflow page TOTALS (Items 1701 thru 1704 plus 1798)	1,305,561	XXX XXX XXX XXX	0 0 0
Summary of remaining write-ins for Item 17 from overflow page TOTALS (Items 1701 thru 1704 plus 1798)	1,305,561 1,305,561 ORTH ITEMS	XXX XXX XXX XXX XXX	0 0 0
Summary of remaining write-ins for Item 17 from overflow page TOTALS (Items 1701 thru 1704 plus 1798)	1,305,561 1,305,561 ORTH ITEMS XXX	XXX XXX XXX XXX XXX XXX XXX	0 0 0
Summary of remaining write-ins for Item 17 from overflow page TOTALS (Items 1701 thru 1704 plus 1798)	1,305,561 1,305,561 ORTH ITEMS XXX XXX	XXX XXX XXX XXX XXX XXX XXX	0 0 0
Summary of remaining write-ins for Item 17 from overflow page TOTALS (Items 1701 thru 1704 plus 1798)	1,305,561 1,305,561 ORTH ITEMS XXX XXX XXX	XXX XXX XXX XXX XXX XXX XXX	0 0 0
	LIABILITIES: Trade Accounts Payable Capitation Payable Claims Payable (Reported) Incurred But Not Reported Claims POS Claims Payable (Reported) POS Incurred But Not Reported Claims Other Medical Liability Unearned Premiums Loans and Notes Payable Amounts Due To Affiliates - Current Aggregate Write-Ins for Current Liabilities TOTAL CURRENT LIABILITIES (Items 1 to 11) IBILITIES: Loans and Notes Payable (Not Subordinated) Loans and Notes Payable (Not Subordinated) Accrued Subordinated Interest Payable Amounts Due To Affiliates - Long Term Aggregate Write-Ins for Other Liabilities TOTAL OTHER LIABILITIES (Items 13 to 17) TOTAL UTHER LIABILITIES (Items 13 to 17) TOTAL LIABILITIES H Common Stock Preferred Stock Paid In Surplus Contributed Capital Retained Earnings (Deficit)/Fund Balance Aggregate Write-Ins for Other Net Worth Items TOTAL NET WORTH (Items 20 to 25) TOTAL LIABILITIES AND NET WORTH F WRITE-INS AGGREGATED AT ITEM 11 FOR CURRENT LIAL Deferred Revenue Accrued Salaries & Wages Reserve for IBNR Other Accrued Liabilities Summary of remaining write-ins for Item 11 from overflow page	Contracting	Current Period

REPORT #2: REVENUE, EXPENSES AND NET WORTH

	REPORT #2: REVENUE, EXPENSES AND NET	1	2
		Current Period	Year-To-Date
REVENUI	ES:		
1.	Premiums (Commercial)	6,062,853	11,984,27
2.	Capitation	0	
3.	Co-payments, COB, Subrogation	33,914,346	65,958,52
4.	Title XVIII - Medicare	0	
5.	Title XIX - Medicaid	17,867,938	35,348,13
6.	Fee-For-Service	0	
7.	Point-Of-Service (POS)	0	
8.	Interest	42,031	82,34
9.	Risk Pool Revenue	0	
10.	Aggregate Write-Ins for Other Revenues	192	22,15
11.	TOTAL REVENUE (Items 1 to 10)	57,887,360	113,395,43
XPENSE	· ,	, ,	- , , -
Medical	and Hospital		
12.	Inpatient Services - Capitated	0	
13.	Inpatient Services - Per Diem	0	
14.	Inpatient Services - Fee-For-Service/Case Rate	0	
15.	Primary Professional Services - Capitated	17,060,544	29,400,14
16.	Primary Professional Services - Non-Capitated	0	
17.	Other Medical Professional Services - Capitated	12,042,859	27,908,52
18.	Other Medical Professional Services - Non-Capitated	681,300	1,377,99
19.	Non-Contracted Emergency Room and Out-of-Area Expense, not including POS	0	-,
20.	POS Out-Of-Network Expense	0	
21.	Pharmacy Expense - Capitated	0	
22.	Pharmacy Expense - Fee-for-Service	0	
23.	Aggregate Write-Ins for Other Medical and Hospital Expenses	14,768,906	28,342,07
24.	TOTAL MEDICAL AND HOSPITAL (Items 12 to 23)	44,553,609	87,028,74
Adminis	,	11,555,665	07,020,71
25.	Compensation	1,713,735	3,486,90
26.	Interest Expense	-18,553	2,16
27.	Occupancy, Depreciation and Amortization	422,749	832,23
28.	Management Fees	0	
29.	Marketing	2,299,136	4,612,16
30.	Affiliate Administration Services	0	7,012,10
31.	Aggregate Write-Ins for Other Administration	1,135,365	1,658,59
32.	TOTAL ADMINISTRATION (Items 25 to 31)	5,552,432	10,592,06
33.	TOTAL EXPENSES	50,106,041	97,620,80
34.	INCOME (LOSS)	7,781,319	15,774,62
35.	Extraordinary Item	7,781,319	13,774,02
36.	Provision for Taxes	116,711	237,11
		7,664,608	15,537,51
ET WOR		7,004,008	13,337,31
		40,371,472	39,559,56
38. 39.	Net Worth Beginning of Period	40,371,472	37,337,30
	Audit Adjustments In cross of Decreases in Common Stock		
40.	Increase (Decrease) in Common Stock	0	
41.	Increase (Decrease) in Preferred Stock		
42.	Increase (Decrease) in Paid in Surplus	0	
43.	Increase (Decrease) in Contributed Capital	0	
44.	Increase (Decrease) in Retained Earnings:		15 527 51
45.	Net Income (Loss)	7,664,608	15,537,51
46.	Dividends to Stockholders	-3,505,000	-10,566,00
47.	Aggregate Write-Ins for Changes in Retained Earnings	0	
48.	Aggregate Write-Ins for Changes in Other Net Worth Items	0	44.504.00
49.	NET WORTH END OF PERIOD (Items 38 to 48)	44,531,080	44,531,0

REPORT #2: REVENUE, EXPENSES AND NET WORTH

	1	2	3
		Current Period	Year-to-Date
DETAILS	OF WRITE-INS AGGREGATED AT ITEM 10 FOR OTHER REVENUES		
1001.	Gain On Disposal Assets	1,400	2,000
1002.	Miscellaneous Income	-1,208	20,150
1003.			
1004.			
1005.			
1006.			
1098.	Summary of remaining write-ins for Item 10 from overflow page		
1099.	TOTALS (Items 1001 thru 1006 plus 1098)	192	22,150
DDM . T G		The state of the s	
	OF WRITE-INS AGGREGATED AT ITEM 23 FOR OTHER MEDICAL AND HOSPITAL EXP		0.260.950
2301.	Occupancy, Depreciation & Amortization	4,824,782	9,369,850
2302.	Bad Debts	2,524,172	4,956,277
2303.	Supplies	3,321,222	6,277,919
2304.	Insurance	1,119,073	2,003,303
2305.	Telephone	464,865	960,307
2306.	Postage & Courier Expense	471,478	948,342
2398.	Summary of remaining write-ins for Item 23 from overflow page	2,043,314	3,826,078
2399.	TOTALS (Items 2301 thru 2306 plus 2398)	14,768,906	28,342,076
DETAILS	OF WRITE-INS AGGREGATED AT ITEM 31 FOR OTHER ADMINISTRATIVE EXPENSES		
3101.	Professional Services	932,678	1,335,451
3102.	Supplies	90,631	170,713
3103.	Auto Expense	9,504	17,543
3104.	Insurance	10,791	18,250
3105.	Postage & Courier	5,615	44,671
3106.	Miscellaneous	86,146	71,971
3198.	Summary of remaining write-ins for Item 31 from overflow page	00,110	, 1,,,, 1
3199.	TOTALS (Items 3101 thru 3106 plus 3198)	1,135,365	1,658,599
	OF WRITE-INS AGGREGATED AT ITEM 47 FOR CHANGES IN RETAINED EARNINGS		
4701.			
4702.			
4703.			
4704.			
4705.			
4706.			
4798.	Summary of remaining write-ins for Item 47 from overflow page		
4799.	TOTALS (Items 4701 thru 4706 plus 4798)	0	0
DETAILS	 OF WRITE-INS AGGREGATED AT ITEM 48 FOR CHANGES OF OTHER NET WORTH ITE	MS	
4801.	OF THE END TO CHARGE OF OTHER TEL WORTHITE		
4802.			
4803.			
4804.			
4805.			
4806.			
	Summer of a sumining part in Section 40 Section 5		
4898.	Summary of remaining write-ins for Item 48 from overflow page		
4899.	TOTALS (Items 4801 thru 4806 plus 4898)	0	0

REPORT #3: STATEMENT OF CASH FLOWS

	1	2	3
		Current Period	Year-to-Date
CASH FLO	OW PROVIDED BY OPERATING ACTIVITIES	Current r criod	Tear to Date
1.	Group/Individual Premiums/Capitation	4,348,256	10,514,343
2.	Fee-For-Service	0	0
3.	Title XVIII - Medicare Premiums	0	(
4.	Title XIX - Medicaid Premiums	17,545,929	34,026,938
5.	Investment and Other Revenues	78,276	103,633
6.	Co-Payments, COB and Subrogation	29,536,070	58,241,182
7.	Medical and Hospital Expenses	-42,615,438	-77,212,708
8.	Administration Expenses	-4,226,911	-7,249,370
9.	Federal Income Taxes Paid	4,220,511	7,247,370
10.	Interest Paid	18,748	-1,973
11.	NET CASH PROVIDED BY OPERATING ACTIVITIES	4,684,930	18,422,045
	OW PROVIDED BY INVESTING ACTIVITIES	4,004,730	10,422,045
12.	Proceeds from Restricted Cash and Other Assets	0	(
	***************************************	6,000	13,000
13.	Proceeds from Investments		
14.	Proceeds for Sales of Property, Plant and Equipment	1,400	2,000
15.	Payments for Restricted Cash and Other Assets	U	
16.	Payments for Investments	1 222 000	2 022 00
17.	Payments for Property, Plant and Equipment	-1,333,089	-2,022,994
18.	NET CASH PROVIDED BY INVESTING ACTIVITIES	-1,325,689	-2,007,994
	OW PROVIDED BY FINANCING ACTIVITIES:		
19.	Proceeds from Paid in Capital or Issuance of Stock	0	(
20.	Loan Proceeds from Non-Affiliates	0	(
21.	Loan Proceeds from Affiliates	0	(
22.	Principal Payments on Loans from Non-Affiliates	0	(
23.	Principal Payments on Loans from Affiliates	0	(
24.	Dividends Paid	-3,505,000	-10,566,000
25.	Aggregate Write-Ins for Cash Provided by Financing Activities	-2,814	-6,974
26.	NET CASH PROVIDED BY FINANCING ACTIVITIES	-3,507,814	-10,572,974
27.	NET INCREASE (DECREASE) IN CASH (Items 11, 18 & 26)	-148,573	5,841,077
28.	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE QUARTER	16,432,222	10,442,572
29.	CASH AND CASH EQUIVALENTS AT THE END OF THE QUARTER	16,283,649	16,283,649
RECONCI	ILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIE	S:	
30.	Net Income	7,664,608	15,537,511
Adjustm	ents to Reconcile Net Income to Net Cash Provided by Operating Activities		
31.	Depreciation and Amortization	951,716	1,920,761
32.	Decrease (Increase) in Receivables	-4,430,398	-6,638,814
33.	Decrease (Increase) in Prepaid Expenses	184,785	2,203,271
34.	Decrease (Increase) in Affiliate Receivables	18,309	1,171
35.	Increase (Decrease) in Accounts Payable	-264,914	2,774,469
36.	Increase (Decrease) in Claims Payable and Shared Risk Pool	-70,095	-207,813
37.	Increase (Decrease) in Unearned Premium	14,262	73,854
38.	Aggregate Write-Ins for Adjustments to Net Income	616,657	2,757,635
39.	TOTAL ADJUSTMENTS (Items 31 through 38)	-2,979,678	2,884,534
40.	NET CASH PROVIDED BY OPERATING ACTIVITIES	4,684,930	18,422,045
40.	(Item 30 adjusted by Item 39 must agree to Item 11)	1,001,230	10,122,012
DETAILS	OF WRITE-INS AGGREGATED AT ITEM 25 FOR CASH FLOW PROVIDED BY FINAN	NCING ACTIVITIE	<u> </u>
		-2,814	-6,974
2501.	Principal Payment Under Lease Obligations	-2,014	-0,972
2502.			
2503.			
2598.	Summary of remaining write-ins for Item 25 from overflow page		
2599.	TOTALS (Items 2501 thru 2503 plus 2598)	-2,814	-6,974
DETAILS	OF WRITE-INS AGGREGATED AT ITEM 38 FOR ADJUSTMENTS TO NET INCOME		
3801.	Accrued Salaries	27,844	1,609,647
3802.	Deferred Revenue	577,620	1,088,867
3803.	Other Liabilities	-79,658	142,824
3898.	Summary of remaining write-ins for Item 38 from overflow page	90,851	-83,703
3899.	TOTALS (Items 3801 thru 3803 plus 3898)	616,657	2,757,635
J077.	1011110 (101119 2001 till 0002 pius 2070)	010,037	4,131,033

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REPORT #4: ENROLLMENT AND UTILIZATION TABLE

TOTAL ENROLLMENT

TOTAL ENROLLMENT											
1 2 3 4 5 6 Total Member Ambulatory Encounters for Period							nters for Period	10	11	12	
					Cumulative						
					Enrollee				Total Patient	Annualized	Average
	Total Enrollees At End of	Ü	Terminations During		Months for	7	8	9	Days	Hospital	Length of
Source of Enrollment	Previous Period	Period	Period	Period	Period		Non-Physicians	Total	Incurred	Days/1000	Stay
Group (Commercial)	77,422	3,271	2,659	78,034	232,416	0	0	0	0	0	
2. Medicare Risk	0	0	0	0	0	0	0	0	0		
3. Medi-Cal Risk	77,249	6,153	6,278	77,124	230,878		0	0	0	0	
4. Individual	160,791	28,662	26,846	162,607	489,304	0	0	0	0	0	
5. Point of Service	0	0	0	0	0	0	0	0	0		
6. Aggregate write-ins for Other	0	0	0	0	0	0	0	0	0		
7. Total Membership	315,462	38,086	35,783	317,765	952,598	0	0	0	0	0	
DETAILS OF WRITE-INS AGGRE	GATED AT ITEM 6 FOR	OTHER SOURCES OF	FENROLLMENT								
601. Small Group				0				0			
602. Healthy Families				0				0			
603. AIM				0				0			
604. Medicare Cost				0				0			
605. ASO				0		N/A	N/A	N/A	N/A	N/A	N/A
606. PPO				0				0			
607.				0				0			
608.				0				0			
609.				0				0			
610.				0				0			
611.				0				0			
612.				0				0			
Summary of remaining write-ins for				0				0			
698. Item 6 from overflow page				0				0			
Totals (lines 601 through 612 plus 699, 698) (Line 6 above)	0	0	0	0	0	0	0	0	0		
0,7,,	ı	O .	Ü	Ü	U	ı	U	U	U		

SCHEDULE A-1 (CASH)

1	2	3
Name of Depository		
(List all accounts even if closed during the period)	Account Number	Balance*
1. Not Applicable		
2.		
3.		
4.		
5.		
6.		0
7.		
8.		
9. Total Cash on Deposit		0
10. Cash on Hand (Petty Cash)		_
11. Total Cash on Hand and on Deposit (Report #1, Part A,	Line 1)	0

SCHEDULE A-2 RESTRICTED ASSETS

SCHEDULE A-2 RESTRICTED ASSETS								
1	2	3						
Name of Depository								
(List all accounts even if closed during period)	Account Number	Balance*						
12. Not Applicable								
13.								
14.								
15.								
16.								
17.								
18.								
19. Total Restricted Assets		0						

^{*} Indicate the Balance Per the HMO's Records

**

SCHEDULE C - PREMIUMS RECEIVABLE (Other than Affiliates)
Individually list all debtors (commercial only) with account balances greater than 5% of gross Premiums Receivable. Group the total of all other premiums receivables and enter the total on the line titled, "Aggregate Accounts Not Individually Listed."

	1 Name of Debtor	2 1-30 Days	3 31-60 Days	4 61-90 Days	5 Over 90 Days	6 Total
1.	Not Applicable					0
2. 3.						0
3.						0
4. 5. 6.						0
5. 6						0
7.						0
8.						0
8. 9.						0 0
10.						
11.						0
12.	***************************************					0
13.						0
14. 15.						0 0
15. 16.						0
17.						0
18.						0 0
19.						0
						0
20. 21. 22. 23.						0 0 0 0
22.						
23.	,					0
24. 25.						0
25.						0
20.						0
26. 27. 28. 29. 30.						0
29.						0
30.						0
						0
31. 32. 33. 34.						0
33.						0
34.						0 0
35.						
36. 37.						0
38.						0
39.						0
40.						0
41.						0
42.						0 0
43.						0
44.	,					0 0 0
45.						0
46.						0
47. 48						0
48. 49. 50. 51. 52. 53.						0
50.						0
51.						0
52.						0
53.						0
54.	Aggregate Accounts Not Individually Listed					0
55.	Total	0	0	0	0	0

SCHEDULE D HEALTH CARE RECEIVABLES & AMOUNTS DUE FROM PARENT, SUBSIDIARIES, AND AFFILIATES

Individually list all debtors with account balances greater than 10% of gross Receivables. Group the total of all other receivables and enter the total on the line titled, "Aggregate Accounts Not Individually Listed."

	1	2	3	4	5 Over 90 Days 2,705,465 -2,705,465	6
	Name of Debtor	1-30 Days	31-60 Days	61-90 Davs	Over 90 Days	Total
1.	Westden International, LLC	14,437	17,219	14,436	2,705,465	2,751,557 -2,751,557
2.	Allowance For Doubtful Account-Westdent	(14,437)	-17,219	-14,436	-2,705,465	-2,751,557
3.						0
4.						0
5.						0
6.						0
7.						0
8.						0
9.						0
10.						0
11.						0
12.						0
13.						0
14.						0
15.	<u></u>					0
16.						0
17.	<u></u>					0
18.	<u></u>					0
19.						0
20.						0
21.						0
22.						0
23.						0
24.						0
25.						0
26.						0
27.						0
28.						0
29.						0
30.						0
31.						0
32.						0
33.						0
34.						0
35.						0
36.						0
37.	<u> </u>					0
38.						0
39.						0
40.						0
41.						0
42.						0
43.						0
44.						0
45.						0
46.						0
47.						0
48.						0
49.	<u> </u>					0
50.						0
51.						0
52.						0
53.						0
54.	Aggregate Accounts Not Individually Listed					0
	Total	0	0	0	0	0
<i>ა</i> ა.	TOTAL	0	0	0	0	0

SCHEDULE F - ACCOUNTS PAYABLE

Individually list all creditors with account balances greater than 5% of total trade accounts payable. Group the total of all other payables and enter the total on the line titled, "Aggregate Accounts Not Individually Listed - Due." Report accounts payable from the initial date of billing or due date under contract.

	1	2	3	4	5	6	7
	Name of Debtor	1-30 Days	31-60 Days	61-90 Days	91-120 Days	Over 120 Days	Total
1.	Not Applicable						0
2.							0
3.							0
4.							0
5.							0
6.							0
7.							0
8.							0
9.							0
10.							0
11.							0
12.							0
12. 13. 14. 15.							0
14.							0
15.							0
16. 17.							0
17.							0
18. 19.							0
19.							0
20.							0
20. 21. 22.							0
22.							0
23.	Aggregate Accounts Not Individually Listed - Due						0
24.	Total	0	0	0	0	0	0

SCHEDULE G - UNPAID CLAIMS ANALYSIS SECTION I - CLAIMS UNPAID

	1	2	3
Type of Claim	Reported Claims in Process of Adjustment	Estimated Incurred but Unreported	Total - Unpaid Claims (Columns 4+5 of Section II)
1. Inpatient Claims	-	_	0
2. Physician Claims	***************************************	***************************************	0
3. Referral Claims	76,048	52,358	128,406
4. Other Medical			0
5. TOTAL	76,048	52,358	128,406

SECTION II - ANALYSIS OF CLAIMS UNPAID - PREVIOUS YEAR (FILE ANNUAL ONLY)

DECTION	III WILLIAM OI	CENTERIAL CITE	THE TRE	TO CO TENTE (TILE ANTOAL	OT(EI)
			Unpaid Claims	During the Fiscal		
	Claims Paid During	the Fiscal Year	Y	'ear		7
1	2	3	4	5	6	Estimated
Type of Claim	On Claims Incurred	On Claims	On Claims	On Claims	Total Claims	Liability of
	Prior to the first	Incurred During	Unpaid Prior to	Incurred During	(Paid and Unpaid)	Unpaid Claims
	day of the Current	the Fiscal Year	the first day of	the Year	for the Previous	Prior to the first
	Fiscal Year		the Previous		Fiscal Year	day of the Prior
			Fiscal Year		(2+4)	Year
6. Inpatient Claims					0	
7. Physician Claims					0	
8. Referral Claims		***************************************	***************************************		0	***************************************
9. Other Medical		***************************************			0	***************************************
10. TOTAL	0	0	0	0	0	0

SECTION III - INVENTORY OF CLAIMS TO BE PROCESSED*

	1	2	3	4	5	6	7
		Beginning					Ending Balance
		Balance		Deduct -			Number of claims
		Number of Claims		Claims paid	Deduct - Claims		in inventory at
	Month Ending	in inventory on the	Received during	during the	denied during the	Add/Deduct -	the end of the
11.		1st of each month	the month	month	month	Adjustments	month
12.	Not Applicable						0
13.	= 1						0
14.							0
15.							0
16.							0
17.							0
18.	: : : : : : : : : : : : : : : : : : :						0
19.							0
20.	<u> </u>						0
21.							0
22.							0
23.	<u> </u>						0

^{*} Describe any significant changes reported on Schedule G, Section III in the Supplemental Schedule (Page 2).

SCHEDULE H - AGING OF ALL CLAIMS

Age all claims on hand at the end of each month. Use the date of receipt to determine the number of days the claims is outstanding. The amount reported in Column 6 should equal the amount Reported on Schedule G, Section III, Column 7.

	1	2	3	4	5	6
1.	Month Ending Not Applicable	1-30 Days	31-60 Days	61-90 Days	Over 90 Days	Total
2.	Not Appli cable					0
3.	<u> </u>					0
4.	=======================================					0
5.						0
6.	<u> </u>					0
7.						0
8.						0
9.	=					0
10.						0
11.	- :					0
12.	= =====					0
13.	######################################					0

SCHEDULE I - ANALYSIS OF TOTAL MEDICAL LIABILITY TO ACTUAL CLAIMS PAID

Using the Plan's Lag Tables, complete the following table. Provide claim information the current quarter and the previous seven quarters. An actuarial certification may be submitted in lieu of this schedule.

	Reported Accrual				
	1	2	3	4	5
					Outstanding
					Liability
		Total Medical	Amount	Difference -	(Based on
Qu	arter Ending Date	Liability*	Paid-To-Date	Column (2-3)	plan's lag
1. No	ot Applicable		XXX	0	
2.	vious Quarter			0	
3. Pro	vious 2 Quarters			0	
4. Pre	vious 3 Quarters			0	
5. Pro	vious 4 Quarters			0	
6.	vious 5 Quarters			0	
7.	vious 6 Quarters			0	
8.	vious 7 Quarters			0	***************************************

^{*} Should tie to Report #1, Part B, Columns 1 & 2, Lines 3 through 7.

	1				
	NOTES TO FINANCIAL STATEMENTS				
1.					
2. 3.					
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	OVI	ERFLOW PAGE FO	OR WRITE-INS
1.	Report #2, Line 2398 Summary of Ro	emaining Write-ins f	or Item 23 - Other Medical & Hospital Expenses
2.			
3.		Current Period	Year-To-Date
	Repairs & Maintenance	287,554	610,990
	Professional Service	295,403	595,733
	Bank Charges	236,570	484,252
	Laundry	186,665	364,451
	Travel & Business Meeting	143,752	249,414
	Bus. Lic. & Misc. Taxes	52,674	116,319
	Training, Seminars & Conferences	142,921	210,299
	Auto Expense	120,142	222,645
	Recruiting Expense	248,196	382,050
	Meals & Entertainment	101,487	150,083
	OSHA Compliance Expense	38,494	61,549
	Ortho Photo Lab Expense	57,636	110,597
	Credit Reporting Fees	26,478	55,740
	Dues & Subscriptions	12,484	31,088
	OSL Expense	15,150	40,374
	Miscellaneous Expense	77,708	140,494
	2398 Total	2,043,314	3,826,078
1.			
			or Item 38 - Reconciliation of Net Income to Net
3.	Cash Provided by Operating A	ctivities:	
4.		C (P 1)	N T D 4
5.		Current Period	Year-To-Date
6.		50.200	105.303
	Other Receivable	59,200	- 125,303
	Other Asset	- 5,643	- 7,315 50 015
	Deferred Rent	38,694	50,915
	Gain on Disposal of Asset	- 1,400	- 2,000
	3898 Total	90,851	- 83,703
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KNOX-KEENE SUPPLEMENTAL INFORMATION PURSUANT TO SECTIONS 1300.84.06, 1300.84.2 AND 1374.68

	1	2	3	4	5	
A. 1.	Explanation of the method of calculating	ng the provision for incurred and u	nreported claims:			
B.	Accounts and Notes Receivable from o	fficers, directors, owners or affiliat	es, as detailed below:			
	Name of Debtor	Nature of Relationship	Nature of Receivable	Amount	Terms	
2.	Westdent International, LLC	Affiliates	Loan		Demand	
3.	Less: Allow for Doubtful Account	Affiliates	Loan	-2,751,557		
	Less. Allow for Doubtful Account	Aimates	Loan	-2,731,337	Demand	
4.						
5.						
6.						
c.	C. Donated materials or services received by the reporting entity for the period of the financial statements, as detailed below:					
	Donor's Name	Affiliation with Reporting Entity	Valuation Method	Amount		
7.	None					
8.						
9.						
10.						
11.						
D.	Forgiven debt or obligations, as detaile	d below:	Summary of How		ı	
	Creditor's Name	Affiliation with Reporting Entity	Obligation Arose	Amount		
12.	None	<u></u>				
13.	1.010					
14.						
15.						
E.	Calculation of Tangible Net Equity (TN	NE) and Required TNE in accorda	nce with Section 1300.76 of	the Rules:		
16.	Net Equity			\$ 44,531,080		
17.	Add: Subordinated Debt			\$ 0		
18.	Less: Receivables from officers, directors, and affiliates			\$ 0		
19.	Intangibles			\$ 16,467		
20.	Tangible Net Equity (TNE)			\$ 44,514,613		
21.	Required Tangible Net Equity (See Page 22)			\$ 1,021,648		
22.	TNE Excess (Deficiency)			\$ 43,492,965		
F.	Percentage of administrative co	osts to revenue obtained from	n subscribers and enr	ollees:		
23.	Revenue from subscribers and en	rollees		\$ 39,977,199		
24.	Administrative Costs			\$ 5,552,432		
25.	Percentage			14		
26.	The amount of health care expe month period immediately prec which were or will be paid to ne directly reimbursed to subscrib	eding the date of the report oncontracting providers or		\$ 39,406		
27.	Total costs for health care service preceding six months:	s for the immediately		\$ 87,028,764		
28.	Percentage			0		

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G.	If the amount of health care experied immediately preceding the were or will be paid to noncontrate imbursed to subscribers and entotal costs for health care services months, the following information reports, shall be provided:	1				
29.	Amount of all claims for noncont reimbursement but not yet process	racting provider services received for sed:	\$			
30.	Amount of all claims for noncont reimbursement during the previous	racting provider services denied for us 45 days:	\$			
31.	Amount of all claims for noncont reimbursement but not yet paid:	racting provider services approved for	\$			
32.	An estimate of the amount of clai services incurred, but not reporte		\$			
33.	Compliance with Section 1377(a) such section, as follows:) as determined in accordance with				
34.		Cash & cash equivalents maintained	\$			
35.		Noncontracting provider claims (aggregate of total of items 29 - 32 above)	\$ 0			
36.		Cash & cash equivalents reported to be maintained (120% x Line 35)	\$ 0			
37.		Deposit required (100% of Line 36)	\$ 0			
38.		Excess (deficient) reserves (Line 34 - Line 37)	\$ 0			
	Percentage of premium revenue e	earned from point-of-service plan contracts:				
39.	Premium revenue earned from po	int-of-service plan contracts	\$			
40.	Total premium revenue earned		\$			
41.	Percentage		0			
	Percentage of total health care ex out-of-network services for point	penditures incurred for enrollees for of-service enrollees:				
42.	Health care expenditures for out-	of-network services for point-of-service enrollees	\$			
43.	Total health care expenditures		\$			
44.	Percentage		0			
45.	Point-of-Service Enrollment at en	d of period				
	Total Ambulatory encounters for	period for point-of-service enrollees:				
46.	Physician					
47.	Non-Physician					
48. Total 0						
49.	49. Total Patient Days Incurred for Point-of-Service enrollees					
50. Annualized Hospital Days/1000 for Point-of-Service enrollees						
51.	51. Average Length of Stay for Point of Service enrollees					
52.	52. Compliance with Section 1374.68(a) as follows:					
53.	53. Current Monthly Claims Payable for out-of-network coverage or services provided under Point-of-Service Contracts:					
54.	Current monthly incurred but not balance for out-of-network cover- provided under Point-of-Service	age or services	\$			
55.	Total		\$ 0			
56.	Total times 120%		\$ 0			
57.	7. Deposit (Greater of Line 56 or minimum of \$200,000) \$					

REQUIRED TANGIBLE NET EQUITY (TNE) CALCULATION:

TNE required must be equal to the GREATER of "A" "B" or "C" below (See Rule 1300.76)

	Full Service		Specialized		
	Plans		Plans	_	
A.	Minimum TNE Requirement	\$ 1,000,000	Minimum TNE Requirement	\$_	50,000
В.	REVENUES:				
1.	2% of the first \$150 million of annualized premium revenues	\$	2% of the first \$7.5 million of annualized premium revenue	\$	150,000
	Plus		Plus		
2.	1% of annualized premium revenues in excess of \$150 million	\$	1% of annualized premium revenue in excess of \$7.5 million	\$	871,648
3.	Total	\$ 0	Total	\$	1,021,648
	HEALTHCARE EXPENDITURES: 8% of the first \$150 million of annualized health care expenditures, except those paid on a capitated or managed hospital basis.	\$	8% of the first \$7.5 million of annualized health care expenditures, except those paid on a capitated or managed hospital basis.	\$	220,479
5.	Plus 4% of annualized health care expenditures in excess of \$150 million except those paid on a capitated or managed hospital payment basis. Plus	\$	Plus 4% of annualized health care expenditures in excess of \$7.5 million except those paid on a capitated or managed hospital payment basis. Plus	\$	0
	4% of the annualized hospital expenditures paid on a managed hospital payment basis. Total	\$ 0	4% of the annualized hospital expenditures paid on a managed hospital payment basis. Total	\$ <u></u>	220,479
	Required "TNE" - Greater of "A" "B" or "C"	\$	Required "TNE" - Greater of "A" "B" or "C"	\$	1,021,648

KNOX -KEENE SUPPLEMENTAL INFORMATION PURSUANT TO SECTIONS 1374.64

POINT OF SERVICE TANGIBLE NET EQUITY CALCULATION

Calculation of Tangible Net Equity and required Tangible Net Equity in accordance with Section 1374.64:

		1
1.	Net Equity	\$ 44,531,080
2.	Add: Subordinated Debt	\$
3.	Less: Receivables from officers, directors, and affiliates	\$
4.	Intangibles	\$
5.	Tangible Net Equity (TNE)	\$ 44,531,080
6.	Required Tangible Net Equity (From Line 10 or 13 below)	\$
7.	TNE Excess (Deficiency)	\$ 44,531,080
	ADJUSTED MINIMUM TANGIBLE NET EQUITY CALCULA (Complete Section I or II):	TION
I.	Plan is required to have and maintain TNE as required by Rule	1300.76 (a)(1) or (2):
8.	Minimum TNE as calculated under Rule 1300.76 (a)(1) or (2)	\$
9.	10% of annualized health care expenditures for out-of-network service for point-of-service enrollees	\$
10.	Add lines 8 and 9	\$ 0
	Plan is required to have and maintain TNE as required by Rule RTA	1300.76 (a)(3):
11.	Minimum TNE as recalculated to exclude annualized healthcare expenditures for out-of-network services for point-of-service enrollees (attach worksheet Page 24)	\$
12.	10% of annualized health care expenditures for out-of-network services for point-of-service enrollees	\$
13.	Add lines 11 and 12	\$ 0
III.	MINIMUM TNE REQUIREMENT TO DETERMINE MONTH	LY REPORTING
14.	Line 5 (above)	\$ 44,531,080
15.	Multiply Line 6 (above) by 130%	\$ 0
16.	Difference (Line 14 - Line 15) If Line 14 is less than Line 15, then monthly reporting is required.	\$ 44,531,080 d

WORKSHEET FOR ADJUSTED TANGIBLE NET EQUITY CALCULATION

		1 Full Service <u>Plans</u>	2 Specialized <u>Plans</u>
1.	Health care expenditures for period	5	\$
	Less:		
2.	Capitated or managed hospital payment basis expenditures		
3.	Health care expenditures for out-of-network services for point-of-service enrollees		
4.	Result	0	0
5.	Annualized		
6.	Reduce to maximum of \$150 million		
7.	Multiply by 8%	5 0	\$ 0
	Plus		
8.	Annualized health care expenditures except those paid on a capitated or managed hospital payment basis and excluding health care expenditures for out-of-network services for point-of-service enrollees	6	\$
9.	Less \$150 million		
10.	Multiply by 4%	0	\$ 0
	Plus		
11.	Annualized hospital expenditures paid on a managed hospital payment basis and excluding health care expenditures for out-of-network services for point-of-service enrollees	6	\$
12.	Multiply by 4%	5 0	\$ 0
13.	Total	0	\$ 0